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APR 27 1999 BY AUTH.

'99 APR 27 PM 3:26 VIA HAND DELIVERY

OFFICE OF THE
EXECUTIVE SECRETARY

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

RE: *BellSouth Telecommunications, Inc.'s Tariff to Offer Contract
Service Arrangement TN98-6726-00*
TRA Docket No. 99-00230

Dear Mr. Waddell:

Enclosed for filing, please find the original plus thirteen (13) copies of the Petition to Intervene filed on behalf Time Warner Telecom of the Mid-South, L.P, along with the requisite filing fee. Copies are being served on parties of record.

If you have any questions or concerns with regard to this filing, please do not hesitate to contact me.

Very truly yours,

FARRIS, MATHEWS,
BRANAN & HELLEN, P.L.C.


Charles B. Welch, Jr.

CBWjr:cg
cc: Guy Hicks
Carolyn M. Marek
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**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

**BELLSOUTH TELECOMMUNICATIONS, INC.'S
TARIFF TO OFFER CONTRACT SERVICE
ARRANGEMENT TN98-6726-00**

**DOCKET NO.
99-00230**

**PETITION TO INTERVENE ON BEHALF OF
TIME WARNER TELECOM OF THE MID-SOUTH, L.P.**

Time Warner Telecom of the Mid-South, L.P. ("Time Warner"), pursuant to TCA §4-5-310, and the Rules of the Tennessee Department of State Administrative Procedures Division, Chapter 1360-4-1-.12, petitions to intervene in the above-referenced proceeding and in support of its Petition states as follows:

1. Time Warner holds a Certificate of Public Convenience and Necessity to provide intrastate private line and special access service, local exchange and exchange access telecommunications services, as a facilities and a non-facilities-based provider, throughout the State of Tennessee in all geographic locations permitted by law.
2. As a certificated entity authorized to provide telecommunications services, Time Warner's legal rights, duties, privileges, immunities or other legal interests or responsibilities will be affected or determined by the outcome of this proceeding.
3. Time Warner's participation will not impair the interests of justice or the orderly and prompt conduct of the Authority's proceeding.
4. Time Warner seeks to intervene and participate as its interest may appear.
5. This Petition to Intervene is being filed at least seven (7) days before the hearing of


this cause.

WHEREFORE, PREMISES CONSIDERED Time Warner prays that it be granted leave to intervene and participate in this proceeding with all attendant rights and responsibilities of an intervening party, to receive copies of any notices, orders, or any other documents filed herein, and have such other further and general relief as the justice of its cause may entitle it to receive.

DATED this the 27th day of April, 1999.

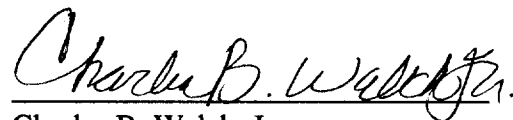
Respectfully submitted,

FARRIS, MATHEWS,
BRANAN & HELLEN, P.L.C.

BY: 
Charles B. Welch, Jr., #5593
Attorney for Time Warner Telecom of the
Mid-South, P.L.C.
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CERTIFICATE OF SERVICE

I, Charles B. Welch, Jr., hereby certify that I have served a copy of the foregoing Petition for Leave to Intervene on Guy M. Hicks, BellSouth Telecommunications, Inc., Suite 2101, 333 Commerce Street, Nashville, Tennessee 37201-3300, by depositing a copy of same in the U.S. Mail, postage prepaid this the 27th day of April, 1999.


Charles B. Welch, Jr.